

MINTZ LEVIN

FEB 20 '13 -4 13 PM

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Colleen A. Murphy | 617 348 1836 | camurphy@mintz.com SURFACE TRANSPORTATION BOARD

February 12, 2013



VIA FEDEX

Cynthia Brown
 Surface Transportation Board
 395 E Street, SW
 Washington, DC 20424

Re. Massachusetts Bay Transportation Authority

Dear Ms. Brown:

Enclosed please find a copy of a Lease Agreement (the "Agreement") filed with your office on December 30, 1987, Recordation No. 5436. The equipment related to this Agreement has been released. Please arrange to record a release of lien relating to this Agreement. I am enclosing a check in the amount of \$42.00 to cover the cost for the release.

If you require any additional information, please feel free to contact me.

Very truly yours,

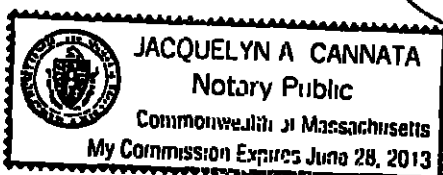

 Colleen A. Murphy

Enclosure

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

On this 12th day of February, 2013, before me, the undersigned notary public, personally appeared Colleen A. Murphy, proved to me through satisfactory evidence of identification which was Massachusetts Driver's License, to be the person whose name is signed on the preceding document and acknowledged to me that she signed it voluntarily for its stated purpose.



 Notary Public

My commission expires 6/28/13

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | WASHINGTON | NEW YORK | STAMFORD | LOS ANGELES | PALO ALTO | SAN DIEGO | LONDON

MBTA ICC Filing Letter:

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY
Ten Park Plaza
Boston, MA 02116

December 30, 1987

INTERSTATE COMMERCE COMMISSION
7-364A070

1 5435

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary.

I have enclosed an original and one counterpart of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The documents (the "Documents") are:

- (a) Lease Agreement, dated as of December 29, 1987, a Primary document; and
- (b) Lease Supplement No. 1, dated as of December 30, 1987, a Secondary document.

The Primary document to which this filing is related is the Lease Agreement referred to above, for which no recordation number has yet been issued.

The names and addresses of the parties to the Documents are as follows:

Lessee:

Massachusetts Bay Transportation Authority
Ten Park Plaza
Boston, MA 02116
Attention: Treasurer-Controller

Lessor:

The Connecticut National Bank,
as owner trustee under the
Owner Trust Agreement,
dated as of December 29, 1987
777 Main Street
Hartford, CT 06115
Attention: Corporate Trust Administration

U.S. 43, 11, 10
=

Ms Noreta R. McGee, Secretary
December 30, 1987
Page 2

A description of the equipment covered by the Documents follows:

40 push-pull commuter coaches manufactured by Bombardier Inc (the "Manufacturer") pursuant to the Agreement, dated February 25, 1987, as amended, between the Manufacturer and Massachusetts Bay Transportation Authority ("MBTA") and identified by MBTA vehicle identification numbers (and AAR designations) 350 through 389, inclusive

A fee of \$20.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Goodwin, Procter & Hoar, Exchange Place, Boston, MA 02109, Attention: F. Beirne Lovely, Jr., Esq

A short summary of the Documents to appear in the index follows:

- (a) Primary Document Lease Agreement between The Connecticut National Bank, as owner trustee under the Owner Trust Agreement, dated as of December 29, 1987, 777 Main Street, Hartford, CT 06115, as owner-lessor, and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02216, as lessee, dated as of December 29, 1987, covering up to 40 push-pull commuter coaches manufactured by Bombardier Inc., and
- (b) Secondary Document Lease Supplement No. 1, between The Connecticut National Bank, as owner trustee under the Owner Trust Agreement, dated as of December 29, 1987, 777 Main Street, Hartford, CT 06115, as owner-lessor, and Massachusetts Bay Transportation Authority, Ten Park Plaza, Boston, MA 02216, as lessee, dated as of December 30, 1987, covering 40 such push-pull commuter coaches constituting the equipment covered by the Documents described above

This filing is being made for precautionary purposes only and to make the transaction a matter of public record. This filing should not be construed as evidence of the intent of any of the parties to enter into any transaction other than that of a true lease.

Ms. Noreta R. McGee, Secretary
December 30, 1987
Page 3

A short summary of the transaction of which the Documents are a part follows.

The Documents have been entered into in connection with the leveraged lease financing of certain push-pull commuter coaches as contemplated by the Participation Agreement, dated as of December 29, 1987, among Massachusetts Bay Transportation Authority (the "Lessee"), The Connecticut National Bank, as owner trustee under the Owner Trust Agreement dated as of December 29, 1987 (the "Lessor"), The Connecticut National Bank, in its individual capacity, NEMLC Leasing Associates No. 3 (the "Original Owner Participant"), Aetna Life Insurance Company (the "Original Noteholder") and Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee"). Under such transaction, the Lessor will lease up to 40 such push-pull commuter coaches to the Lessee pursuant to the Lease, and the Lessor will borrow certain moneys from the Original Noteholder. Such borrowings will be evidenced by Notes issued and secured pursuant to the Trust Indenture and Security Agreement, dated as of December 29, 1987, between the Lessor and the Indenture Trustee. The initial holders of the Notes is the Original Noteholder.

The names and addresses of the other parties to such transaction are:

Original Noteholders:

Aetna Life Insurance Company
CityPlace
Hartford, CT 06156
Attention: Bond Investment Department YFC4

Indenture Trustee:

Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890
Attention: Corporate Trust Administration

Ms. Noreta R. McGee, Secretary
December 30, 1987
Page 4

Original Owner Participant.

NEMLC Leasing Associates No. 3
28 State Street
Boston, MA 02109
Attention: Vice President - Administration

Please acknowledge receipt of this letter of transmittal and its enclosures by appropriately stamping the enclosed copy of this letter and by returning it to Mr. Lovely in the addressed envelope enclosed for your convenience.

Very truly yours,

Massachusetts Bay
Transportation Authority

By 

Name: Gregory C. Flynn
Title: Deputy General
Counsel

Enclosures. Lease (with Exhibits and Schedule) - Original and
Notarized Copy
Lease Supplement (with Annex 1) - Original
and Notarized Copy
Transmittal Letter (Copy)
Check (\$20.00)
Return Envelope (Postage Prepaid)

VS-1047/d
12/29/87

Lease

All right, title and interest in and to this Lease Agreement and the Equipment covered hereby on the part of The Connecticut National Bank, as Lessor, have been assigned to and are subject to a security interest in favor of Wilmington Trust Company, as Indenture Trustee, under the Trust Indenture and Security Agreement, dated as of December 29, 1987 (as such Trust Indenture and Security Agreement may be amended or supplemented as permitted thereby), for the benefit of the Notenolders referred to in such Trust Indenture and Security Agreement. This Lease Agreement has been executed in several counterparts. Only the original counterpart contains the receipt therefor executed by Wilmington Trust Company, as Indenture Trustee, Mortgagee, on the signature page thereof

LEASE AGREEMENT

1 5436

Dated as of December 29, 1987

Between

DEC 29 1987

THE CONNECTICUT NATIONAL BANK, INTERSTATE COMMERCE COMMISSION
not in its individual capacity but solely as
owner trustee under the Owner Trust Agreement.
Lessor.

and

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY,
Lessee

Leveraged Lease Financing of

40 Bombardier Commuter Push-Pull Coaches

This Lease includes a Safe Harbor Lease Election
for Federal Income Tax Purposes

1-5436-A

LEASE SUPPLEMENT NO. 1

DEC. 30, 1987

INTERSTATE COMMERCE COMMISSION

This Lease Supplement is dated December 30, 1987, and is between The Connecticut National Bank, a national banking association, acting hereunder not in its individual capacity but solely as owner trustee under the Owner Trust Agreement (the "Lessor"), and Massachusetts Bay Transportation Authority, a body politic and corporate and a political subdivision of The Commonwealth of Massachusetts (the "Lessee").

The Lessor and the Lessee have heretofore entered into the Lease Agreement, dated as of December 29, 1987 (the "Lease Agreement" and defined terms therein being hereinafter used with the same meanings).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereto agree as follows:

1. The Lessor hereby delivers and leases to the Lessee under the Lease Agreement, and the Lessee hereby accepts and leases from the Lessor under the Lease Agreement, the items of Equipment described in the attached Annex 1.

2. The Lessee hereby confirms its agreement to pay the Lessor Interim Rent for such items of Equipment for the Interim Term and Basic Rent for such items of Equipment throughout the Basic Term in accordance with Article 8 of the Lease Agreement. Lessor's Purchase Price for such items of Equipment is \$32,709,669.

3. All of the terms and provisions of the Lease Agreement are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.

4. The Delivery Date of such items of Equipment is the date of this Lease Supplement.

5. The Interim Term for such items of Equipment shall commence on the Delivery Date and shall terminate on December 31, 1987 and the Basic Term shall commence January 1, 1988 and shall terminate on December 31, 2012.

6. This Lease Supplement is being delivered in The Commonwealth of Massachusetts and shall be governed by, and construed in accordance with, the laws of The Commonwealth of Massachusetts, including, without limitation, all matters of construction, validity and performance

12.11/2000/2001
Owner ICC Filing Letter:

1 1037-A

THE CONNECTICUT NATIONAL BANK
777 Main Street
Hartford, Connecticut 06115

INTERSTATE COMMERCE COMMISSION

December 30, 1987 5437

Ms Noreta R. McGee, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

7-3644070

Dear Secretary,

I have enclosed an original and one counterpart of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code

The documents (the "Documents") are:

- (a) Trust Indenture and Security Agreement, dated as of December 29, 1987, a Primary document; and
- (b) Trust Indenture Supplement No. 1, dated as of December 30, 1987, a Secondary document

The Primary Document to which this filing is related is the Trust Indenture and Security Agreement referred to above, for which no recordation number has yet been issued.

The names and addresses of the parties to the Documents are as follows:

Owner (Debtor):

The Connecticut National Bank,
as owner trustee under the
Owner Trust Agreement,
dated as of December 29, 1987
777 Main Street
Hartford, CT 06115
Attention: Corporate Trust Administration

Indenture Trustee (Secured Party):

Wilmington Trust Company, as indenture
trustee under the Trust Indenture
and Security Agreement, dated as
of December 29, 1987
Rodney Square North
Wilmington, DE 19890
Attention: Corporate Trust Administration

UJ 10 4 3:17 '81

Ms. Noreta R. McGee, Secretary
December 30, 1987
Page 2

A description of the equipment covered by the Documents follows:

40 push-pull commuter coaches manufactured by Bombardier Inc., (the "Manufacturer") pursuant to the Agreement, dated February 25, 1987, as amended, between the Manufacturer and Massachusetts Bay Transportation Authority ("MBTA") and identified by MBTA vehicle identification numbers (and AAR designations) 350 through 389, inclusive.

A fee of \$20.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Goodwin, Procter & Hoar, Exchange Place, Boston, MA 02109, Attention: F. Beirne Lovely, Jr., Esq.

A short summary of the Documents to appear in the index follows:

- (a) Primary Document. Trust Indenture and Security Agreement between The Connecticut National Bank, as owner trustee under the Owner Trust Agreement, 777 Main Street, Hartford, CT 06115, as owner-lessor (debtor), and Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890, as indenture trustee (secured party), dated as of December 29, 1987, covering up to 40 push-pull commuter coaches manufactured by Bombardier Inc ; and
- (b) Secondary Document. Trust Indenture Supplement No. 1, between The Connecticut National Bank, as owner trustee under the Owner Trust Agreement, 777 Main Street, Hartford, CT 06115, as owner-lessor (debtor), and Wilmington Trust Company, Rodney Square North, Wilmington, DE 19890, as indenture trustee (secured party), dated as of December 30, 1987, covering 40 such commuter coaches constituting the equipment covered by the Documents described above.

A short summary of the transaction of which the Documents are a part follows:

The Documents have been entered into in connection with a leveraged lease financing of certain push-pull commuter coaches as contemplated

Ms Noreta R. McGee, Secretary
December 30, 1987
Page 3

placed by the Participation Agreement, dated as of December 29, 1987, among Massachusetts Bay Transportation Authority (the "Lessee"), The Connecticut National Bank, as owner trustee under the Owner Trust Agreement (the "Owner"), The Connecticut National Bank, in its individual capacity, NEMLC Leasing Associates No. 3, as Original Owner Participant, Aetna Life Insurance Company (the "Original Noteholder") and Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee"). Under such transaction, the Owner will lease up to 40 push-pull commuter coaches to the Lessee pursuant to the Lease Agreement, dated as of December 29, 1987 (the "Lease"), between the Owner and the Lessee, and the Owner will borrow certain moneys from the Original Noteholder. Such borrowings will be evidenced by Notes issued and secured pursuant to the Trust Indenture and Security Agreement, dated as of December 29, 1987 (the "Indenture"), between the Owner and the Indenture Trustee. Pursuant to the Indenture, the Owner has sold, assigned, transferred, pledged and confirmed unto the Indenture Trustee for the security and benefit of the holders of Notes a first security interest in all right, title and interest of the Owner in and to the Lease, including, without limitation, all Rent (as defined in the Lease) and certain other collateral as described in the Granting Clause of the Indenture. The initial holder of the Notes is the Original Noteholder.

The names and addresses of the other parties to such transaction are:

Original Noteholder

Aetna Life Insurance Company
CityPlace
Hartford, CT 06156
Attention: Bond Investment Department YFC4

Ms. Noreta R. McGee, Secretary
December 30, 1987
Page 4

Lessee

Massachusetts Bay Transportation Authority
Ten Park Plaza
Boston, MA 02116
Attention: Treasurer-Controller

Original Owner Participant.

NEMLC Leasing Associates No. 3
28 State Street
Boston, MA 02109
Attention: Vice President - Administration

Please acknowledge receipt of this letter of transmittal and its enclosures by appropriately stamping the enclosed copy of this letter and by returning it to Mr. Lovely in the addressed envelope enclosed for your convenience.

Very truly yours,

The Connecticut National Bank,
as owner trustee under the
Owner Trust Agreement

By 
Name. ALAN B. COFFEY
Title CORPORATE TRUST OFFICER

Enclosures. Indenture (with Exhibit A) - Original and
Notarized Copy
Trust Indenture Supplement (with Attachments) -
Original and Notarized Copy
Transmittal Letter (Copy)
Check (\$20.00)
Return Envelope (Postage Prepaid)

VS-1054/d
12/29/87

TRUST INDENTURE AND SECURITY AGREEMENT

Dated as of December 29, 1987

Between

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as owner trustee under
the Owner Trust Agreement, L.L.C. 100/12/88
Owner,

1 543

INTERSTATE COMMERCE COMMISSION

and

WILMINGTON TRUST COMPANY,
Indenture Trustee.

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY

40 Bombardier Push-Pull Commuter Coaches

11.12% Secured Lender Notes Due January 1, 2009

TRUST INDENTURE SUPPLEMENT

TRUST INDENTURE SUPPLEMENT, dated as of December 30, 1987 between The Connecticut National Bank, acting hereunder not in its individual capacity but solely as owner trustee under the Owner Trust Agreement (the "Owner") and Wilmington Trust Company, acting not in its individual capacity but solely as indenture trustee under the Trust Indenture and Security Agreement (the "Indenture Trustee")

W I T N E S S E T H:

WHEREAS, the Trust Indenture and Security Agreement dated as of December 29, 1987 (the "Indenture"), between the Owner and the Indenture Trustee provides for the execution and delivery of a Supplement thereto substantially in the form hereof, which Supplement shall describe particular items of Equipment (such term and other-defined terms in the Indenture being herein used with the same meanings), by having attached thereto a copy of the Lease Supplement covering such items of Equipment, and shall specifically mortgage and grant a security interest in such items of Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the items of Equipment described in the copy of the Lease Supplement of even date attached hereto and made a part hereof and in the related Lease Supplement, if any, previously executed and delivered, and a counterpart of the Indenture is attached to and made a part of this Trust Indenture Supplement;

NOW, THEREFORE, this Supplement witnesseth, that, to secure the prompt payment of the principal of, and interest on, all of the Notes from time to time outstanding under the Indenture and the performance and observance by the Owner of all the agreements, covenants and provisions in the Indenture for the benefit of the Noteholders and in the Notes contained, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner has granted, sold, assigned, mortgaged, transferred, pledged, created a security interest in and confirmed and does hereby grant, sell, assign, mortgage, transfer, pledge, create a security interest in and confirm, the property comprising the items of Equipment described in the aforementioned copy of the Lease Supplement attached hereto and all of the right, title and interest of the Owner under, in and to the Lease Supplement of even number and